

Spiralweb Stewardship Association

Bylaws

Adopted by the general assembly on 17 April 2026.

Unofficial English translation of the governing Danish text.
In the event of any discrepancy, the Danish version governs.
The signed Danish original is held by the Association.

§ 1 Name and Domicile

The name of the association is Spiralweb Stewardship Association (the "Association").

The Association is domiciled in Denmark.

§ 2 Nature, Legal Character, and Liability

The Association is a non-profit association serving the public benefit.

The Association is not party-political.

The Association:

- has no owners or shareholders,
- does not operate for private financial gain,
- operates through donations, grants, and other lawful contributions,
- does not distribute income, profits, or assets to members, board members, founders, or other private persons.

The Association is liable only with its assets at any given time.

No personal liability shall attach to members, board members, founders, contributors, or other affiliated persons for the obligations of the Association, unless otherwise required by mandatory law.

§ 3 Purpose

The purpose of the Association is to serve as the legal and institutional framework for the development, application, support, and documentation of regenerative governance protocols and related stewardship practices.

This includes, among other things:

- stewardship and local anchoring,
- citizen science and documentation,
- ecological field practice,
- governance innovation,
- partnerships and dissemination,
- the development and use of public knowledge materials,
- support for field-based pilot initiatives in Denmark and internationally.

The Association may support the emergence, development, and coordination of AnchorPoints, understood as relational and place-based entry points into the broader field of work where stewardship, partnerships, and field activity take form. AnchorPoints are not, by virtue of this designation alone, separate legal entities, but operational and relational interfaces within the Association's broader protocol and partnership ecology.

§ 4 Activities

To fulfil its purpose, the Association may:

- develop, support, and document regenerative pilot fields, AnchorPoints, and related initiatives,
- maintain and publish documentation, reports, protocols, and knowledge materials,
- establish and maintain partnerships and collaborations,
- conduct meetings, events, research, dissemination, and publications,
- receive and allocate donations, grants, and other lawful contributions,
- build administrative, technical, communicative, and organizational structures.

The Association may coordinate, document, or support external stewardship systems, but may administer only those funds explicitly assigned to the Association.

§ 5 Membership

The Association may have members.

The general assembly may establish rules concerning:

- admission,
- termination,
- rights and obligations,
- membership categories,
- any membership fees.

Membership does not confer ownership rights in the Association's assets, intellectual property, or public infrastructure.

§ 6 General Assembly

The general assembly is the highest authority of the Association.

6.1 Ordinary General Assembly

An ordinary general assembly shall be held once each year.

Notice shall be given with reasonable advance warning and shall include an agenda.

6.2 Extraordinary General Assembly

An extraordinary general assembly may be convened by the board or upon request by members in accordance with the rules adopted by the Association.

6.3 Powers of the General Assembly

The general assembly:

- adopts and amends the bylaws,
- elects the board,
- approves the overall direction and institutional basis of the Association,
- decides on major structural matters,
- decides on dissolution in accordance with these bylaws.

§ 7 Board of Directors

The Association shall be governed by a board consisting of at least four (4) members.

The board is responsible for:

- strategy and compliance with purpose,
- financial oversight, budgeting, and supervision,
- appointing and supervising any Executive Director,
- approving key policies,
- governance and control of conflicts of interest,
- approving major agreements, international disbursements, and significant risk decisions,
- banking arrangements, delegation frameworks, and adequate internal control systems,
- ensuring documentation, traceability, and accountability in the Association's practice.

The board shall constitute itself after election. The board may assign internal roles such as chair, vice-chair, treasurer, or other functions as needed.

Decisions shall be made by simple majority unless otherwise required by law or these bylaws. In the event of a tie, the chair shall have the casting vote.

§ 8 Signatory Authority

The Association shall be bound by the signature of the chair together with one board member, or in accordance with signatory rules adopted by the board.

The board may grant limited signatory authority to an Executive Director within clearly defined financial thresholds, documentation requirements, and governance rules.

§ 9 Conflicts of Interest and Declarations

No person may participate in the preparation, consideration, or decision of a matter in which that person has a direct or indirect personal, professional, or financial interest.

This includes, among other things:

- determination of one's own remuneration,
- procurement of services from board members, staff, founders, or closely related parties,
- IP, licensing, or rights agreements,
- reimbursements, honoraria, and contract renewals,
- decisions involving close personal, professional, or financial relationships.

Conflict-of-interest situations shall be declared, documented, and handled transparently.

The board shall exercise appropriate oversight of transactions involving related parties and ensure that such transactions are handled on an informed, documented, and proportionate basis.

The board shall establish in the policy framework an operational definition of "closely related parties," including more detailed rules for the declaration and handling of conflict-of-interest situations in cases where the founder, director, and IP rights holder are the same person or are closely connected.

§ 10 Finance and Use of Funds

The funds of the Association may be used only in accordance with the Association's purpose, these bylaws, and approved policies.

The Association may receive:

- donations,
- grants,
- foundation support,
- membership fees,
- and other lawful contributions.

No funding may compromise:

- the independence of the Association,
- the integrity of its governance,
- or the transparency of its operations.

All financial flows shall be documented and traceable.

Support for the Association does not confer ownership, return claims, or governance rights over the Association's purpose, assets, local fields, or common resources.

§ 11 Accounts and Audit

The board shall determine the financial year.

Accounts shall be kept in accordance with applicable law and in a manner that ensures:

- transparency,
- traceability,
- internal control,
- the possibility of external review.

The general assembly shall determine the form of audit or financial review based on the size, activities, and legal obligations of the Association.

§ 12 Policy Framework

The Association operates under a board-approved policy framework, which may include:

- principles for financial management,
- remuneration and compensation structures,
- governance and role definitions,
- procedures for conflicts of interest,
- rules for international disbursements,
- travel and representation policy,

- standards for documentation and compliance,
- AML/CTF and data protection policy,
- delegation and approval frameworks,
- other operational policies.

The policy framework constitutes the operational basis of the Association.

The board may update, refine, and further develop the policy framework, provided that such changes remain consistent with these bylaws and with principles adopted by the general assembly.

§ 13 International Disbursements and Controls

International disbursements, partnerships, and field openings may occur only in accordance with approved control systems.

Such systems shall, where relevant, include:

- documented approval procedures,
- traceability of funds,
- risk assessment,
- phased or conditional approval structures,
- at least a two-person approval rule for significant financial commitments.

The board is responsible for ensuring that international activities and disbursement systems comply with applicable legal, financial, and compliance requirements.

The Association may apply a graduated gate logic or a corresponding phased approval structure for the opening of international relationships and disbursements.

§ 14 Executive Director

The board may appoint an Executive Director with responsibility for day-to-day operations.

The Executive Director:

- acts within the framework established by the board,
- may receive delegated authority within defined limits,
- may receive delegated signatory authority only in accordance with §8 and within the financial thresholds and documentation requirements established by the board,
- is subject to board supervision,
- may not participate in decisions concerning the person's own salary, contract terms, or other personal matters.

The board may establish further mandates, reporting obligations, review mechanisms, and operational thresholds for the position.

§ 15 Separation of Roles, Income, and External Activities

The Association shall maintain a clear separation between:

- the activities and funds of the Association,
- private professional, consulting, or research activities of individuals,
- intellectual property owned by individuals,
- assets, rights, or materials held or used by the Association.

Private activities of founders, board members, staff, or affiliated persons shall be clearly separated financially, legally, communicatively, and operationally from the activities of the Association.

The board shall establish guidelines that ensure transparency, prevent unauthorized or implicit compensation, and support real structural separation.

The board shall specifically ensure a clear separation between the Association's activities, any licensing or IP matters, employment relationships, consulting services, and other related work or contractual tracks.

§ 16 Governance Principles

The Association operates according to the following principles:

- transparency and traceability,
- accountability anchored in named persons,
- distributed and polycentric governance,

- protection of common goods against private capture,
- respect for applicable legal, financial, and compliance standards,
- gradual and documented institutional development,
- proportionality between activity, control environment, and organizational carrying capacity.

§ 17 Protocol and Knowledge Foundation

The Association is anchored in a broader knowledge and protocol habitat developed through the Planetary Guardians framework, the SpiralWeb infrastructure, and the Green Papers and Applied Protocols series.

These materials constitute a public and evolving field of knowledge concerning governance models, ecological practices, field methods, and applied frameworks.

The Association may use, develop, test, publish, and document such protocols as part of its activities while maintaining clear legal, financial, and operational boundaries between the Association and the broader knowledge commons.

The existence of such a commons does not in itself imply that the Association assumes ownership of all underlying material.

Any license or use agreements between the Association and individual rights holders shall exist as separate written documents approved by the board and handled in accordance with §9 and §15.

Green Papers and related materials are publicly available at papers.spiralweb.earth and may be published under open licensing terms, including CC BY 4.0, where so indicated.

§ 18 Dissolution

Upon dissolution, any remaining assets of the Association shall be used for public-benefit or related purposes consistent with the purpose of the Association and applicable law.

No assets may be distributed to private persons.

§ 19 Adoption and Validity

These bylaws shall enter into effect upon adoption by the general assembly.